

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

Apollo Group, Inc. and University of Phoenix, Inc.,

Plaintiffs,

13 Civ. 01336 (AJN)

-against-

CHEGG, INC., STUDENT OF FORTUNE, INC.,
DANIEL ROSENSWEIG, and SEAN
MCCLEESE,

Defendants.

**AFFIDAVIT OF
SPECIALY-APPEARING
DEFENDANT SEAN MCCLEESE
IN SUPPORT OF MOTION TO
DISMISS FOR LACK OF
PERSONAL JURISDICTION AND
IMPROPER VENUE**

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

I, Sean McCleese, being duly sworn, deposes and says:

1. I state these facts based on my personal knowledge and, if called as a witness, I could and would testify competently thereto.

2. I have been named as a defendant in the captioned litigation but do not submit to the Court's jurisdiction. I make this affidavit as a special appearance in the above-captioned case in support of my Motion to Dismiss for Lack of Personal Jurisdiction and Improper Venue.

3. I was born in Pasadena, California, and have always lived in California, never residing in any other state.

4. I currently reside in Studio City, California.

5. I was a founder of defendant Student of Fortune, Inc. ("SOF") and was its former chief executive officer before it was sold in 2011 to defendant Chegg, Inc.

6. SOF was originally a California entity with a principal place of business in southern California. It later became a Delaware corporation, but maintained its principal place of

business in southern California. At all times, however, SOF had no New York offices and no employees in New York. Nor did SOF ever specifically market any services to New York in operating a website in California.

7. I do not own, lease or possess any real property in New York. Nor have I ever owned, leased, or possessed any such real property.

8. I do not have and have not maintained any bank accounts in New York.

9. I do not own any businesses located in New York or hold an office there. Nor have I ever traveled to New York for business or done business in New York.

10. I have been to New York only once. I visited New York City in September 2011 for two days to see the Broadway play, *The Book of Mormon*.

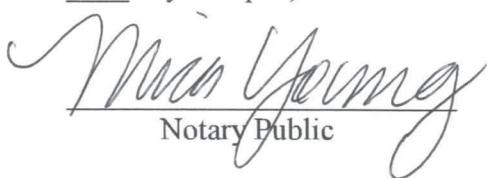
11. It would be especially burdensome for me to litigate in New York for numerous reasons. My home is in California, as is my job. I would have to take time away from work to participate in the proceedings. As a result, I would incur great financial loss in commuting to New York and in being away from my job. Also, SOF operated exclusively from California. By virtue of that fact, any paperwork, evidence, and witnesses concerning SOF would be located in California.

12. I never expected to be brought into a New York court for anything concerning SOF and it would be an extreme burden should I be forced to litigate this case in New York.



Sean McCleese

Sworn to before me this
24 day of April, 2013



Mica Young
Notary Public

